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REQUEST FOR PROPOSALS

To Lease, Rehabilitate, Develop, and Operate

THE SAN FRANCISCO OLD MINT

88 Fifth Street, San Francisco, CA

VIEW DOWN INTO SPACIOUS COURTYARD • MASSIVE STONE BLOCK CONSTRUCTION • LARGE, WELL-PRESERVED ROOMS ON THE MAIN LEVEL

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REFERENCE BOOK

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VIEW SOUTH TOWARD YERBA BUENA & 5TH & MISSION PARKING GARAGE • OLD MINT FACADE ON FIFTH STREET • NORTH TOWARD MARKET STREET & SF SHOPPING CENTER

The City is seeking a Developer with demonstrated historic preservation and development experience, management expertise, and the financial capacity to develop the Old Mint. The Old Mint, the oldest stone building in San Francisco, is an architectural and historic treasure in the heart of the Mid-Market / Yerba Buena area.

A Message from THE MAYOR

☞ *On behalf of the City and County of San Francisco, I am pleased to announce a unique development opportunity in the heart of San Francisco. Known as the "Granite Lady", the historic Old Mint Building is one of San Francisco's most significant landmarks. The City and County of San Francisco is interested in directing reuse of this building for the benefit of its residents and visitors.*

The Mayor's Office of Economic Development is seeking a highly qualified entity to rehabilitate and operate this focal public structure. The preservation and development of this historic landmark is central to the social and economic vitality of this City.

We welcome your participation and encourage creative approaches to making the Old Mint Building a premiere attraction of our City.

Sincerely,

Willie L. Brown, Jr.
Mayor

THE OPPORTUNITY

One of the City's primary goals is to rehabilitate, preserve and enhance the historic character of the Old Mint. The City seeks proposals that will ensure design and development of the Old Mint in a manner that is sensitive to, and enhances the historic features of the Old Mint. The Old Mint, constructed between 1869 and 1874, was designated a National Historic Landmark in 1961 and is listed on the National Register of Historic Places.

Another primary goal is to optimize public use and enjoyment of the building, such as the grand public spaces in the Old Mint's ground and first floors. Respondents to this RFP are encouraged to identify areas within the Old Mint that will remain publicly accessible and to propose uses open to the general public for as many of the historically significant areas of the building.

The Old Mint is considered one of the last major Greek Revival buildings in the country associated with federal architecture. In 1869, the Old Mint was designed and erected by Alfred B. Mullet, supervising architect of the US Treasury Department. It is San Francisco's oldest stone structure.

The Old Mint occupies a prominent position in the historical, architectural, and economic development of San Francisco and the nation. The Old Mint played a pivotal role in the financial history of the United States. In the 19th century, this historic structure served as the chief Federal Depository for gold and silver-mined in the West. Due to the Old Mint's unrivaled efficiency, the Coinage Act of 1873 made it a branch of the Philadelphia Mint. The Old Mint produced a significant portion of the United States' coinage, including more gold than any other mint in the country, and by 1934 housed one-third of the nation's gold reserve in its vaults. The Old Mint survived the great earthquake and fire of 1906, thus saving two hundred million dollars from destruction. It was the only financial institution that remained open for business after the earthquake, permitting a quick re-circulation of money and a more rapid recovery than would otherwise have been possible.

EXECUTIVE SUMMARY

Development Opportunity	Rehabilitate, develop, and operate the historic Old Mint, a 77,000 square foot building under a 66-year ground lease with the City.
Location	The Old Mint is located at the heart of the active Mid-Market/ Yerba Buena commercial and cultural corridor at 88 Fifth Street, between Market and Mission Streets, bounded by Jessie and Mint Streets.
Financial Requirements	Respondents should be prepared to fund or secure funding for 100% of the costs of the rehabilitation of and improvements to the Old Mint and to operate and maintain the Old Mint at their own costs. The City may provide assistance in obtaining grants, loans, historic tax credits and other similar types of financial assistance.
Initial Deposit Required	An earnest money deposit of $50,000 in the form of a cashier's check is required along with the submittal of proposals and is refundable to Respondents who are not selected.
Additional Negotiating Deposit Required	The selected Respondent will be required to submit an additional non-refundable negotiating deposit of $50,000.
Pre-Submittal Old Mint Tour	12:30 p.m. (PST) Tuesday, July 2, 2002 Old Mint Building, 88 Fifth Street, San Francisco, CA
Pre-Submittal Conference	3:00 p.m. (PST) Tuesday, July 2, 2002 Mayor's Office of Economic Development 1 Dr. Carlton B. Goodlett Place, Room 201, San Francisco, CA
Due Date for Submission of Proposals	5:00 p.m. (PST) Friday, August 30, 2002 Attn: Ms. Hala Hijazi, Project Manager Mayor's Office of Economic Development 1 Dr. Carlton B. Goodlett Place, Room 436, San Francisco, CA 94102
For further Information Contact in Writing	Ms. Hala Hijazi, Project Manager Mayor's Office of Economic Development 1 Dr. Carlton B. Goodlett Place, Room 436, San Francisco, CA 94102 (415) 554-6481(OFFICE) / 554-6018 (FAX) Email: hala.hijazi@sfgov.org

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Table of Contents

I.	**The Opportunity & City Goals**	1
II.	**Background Information**	3
	History	3
	Status of Ownership; Deed and Programmatic Agreement	3
	Historic Tax Credits	4
	Condition of Property; Hazardous Materials	4
	Location and Site	4
	Zoning	4
	Utilities	5
	Redevelopment Plan	5
	Site Environs	5
III.	**The City's Regulatory and Review Process**	7
	San Francisco Board of Supervisors	7
	San Francisco Old Mint Task Force	7
	San Francisco Planning Department and Planning Commission	8
	San Francisco Landmarks Preservation Advisory Board	8
	San Francisco Arts Commission	8
	San Francisco Department of Building Inspection	8
IV.	**Required Terms and Conditions**	9
	Key ENA Terms	9
	Key DDA Terms	10
	Key Lease Terms	11
V.	**The Selection Process**	13
	Schedule	13
	Pre-Submittal Old Mint Tour and Conference	13
	Submission of Proposals	13
	Evaluation by Review Committee	14
	Respondents' Presentations to Old Mint Task Force and Review Committee	14
	Recommendation to Mayor & Board of Supervisors for Exclusive Negotiations	14
	Inquiries	14
	Old Mint Due Diligence Library	15
	Sunshine Ordinance	15
VI.	**Proposal Content, Elements, and Format**	16
	Required Content and Sequence	16
VII.	**Evaluation Criteria**	22
VIII.	**General Terms and Conditions of RFP**	25
	Appendix A	29

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I. The Opportunity & City Goals

The Mayor's Office of Economic Development of the City and County of San Francisco ("**City**") is offering qualified organizations the opportunity to lease, rehabilitate, develop, and operate the historic United States Mint Building located at 88 Fifth Street in San Francisco ("**Old Mint**"). Through this Request for Proposals ("**RFP**"), the City will select an entity ("**Developer**") to exclusively negotiate the terms of a Disposition and Development Agreement ("**DDA**") for the Old Mint.

The City is seeking a Developer with demonstrated historic preservation and development experience, management expertise, and the financial capacity to develop the Old Mint. The City encourages organizations with experience in the restoration and preservation of significant historic structures and the development of projects incorporating creative uses of public and private spaces to respond to this RFP.

The Old Mint, the oldest stone building in San Francisco, is an architectural and historic treasure in the heart of the Mid-Market/ Yerba Buena area. The City desires that a high quality project be created that will achieve the following goals and objectives:

A. **Historic Preservation** One of the City's primary goals is to rehabilitate, preserve, and enhance the historic character of the Old Mint. The City seeks proposals that will ensure design and development of the Old Mint in a manner that is sensitive to the historic features of the Old Mint. The Old Mint, constructed between 1869 and 1874, was designated a National Historic Landmark in 1961 and was listed on the National Register of Historic Places. Because of its historic significance, any construction or alterations to the building must comply with the National Historic Preservation Act, and rehabilitation of the Old Mint must be consistent with *The Secretary of the Interior Standards for the Rehabilitation and Guidelines for Rehabilitating Historic Buildings* ("**Secretary's Standards**").

B. **Public Use** Another primary goal of this RFP is to optimize public use and enjoyment of the building, such as the grand public spaces in the Old Mint's ground and first floors. Respondents to this RFP are encouraged to identify areas within the Old Mint that will remain publicly accessible and to propose uses open to the general public for as many of the historically significant areas of the building, as possible. Less public uses may be included only to the extent necessary to achieve financial feasibility of the project, and proposals with greater public access (either in terms of square feet, minimal entry fee, or other methods to attract visitors) will be rated more favorably than those with less public uses.

C. **Financial Objectives** The City's primary financial objective is to ensure that the Old Mint is rehabilitated, developed and operated in a manner that honors its historic past, but minimizes the need for any direct City funding. The City recognizes that successful development of the Old Mint may require some level of private charitable and/ or local, state and federal funding. Consequently, the City may assist in efforts to secure state and federal

grant funds and other financial tools such as loans and historic tax credits to improve the project's financial feasibility.

D. **Community Hiring Objectives** The City encourages Respondents to (i) set specific equal opportunity contracting goals in the development, design, construction, and operation of the Old Mint project, and (ii) establish goals to hire local and economically disadvantaged persons during construction and operation of the Old Mint. Developers will be required to pay prevailing wages during construction.

II. Background Information

History

The Old Mint is considered one of the last major Greek Revival buildings in the country associated with federal architecture. In 1869, the Old Mint was designed and erected by Alfred B. Mullet, supervising architect of the Unites States Treasury Department.

The Old Mint occupies a prominent position in the historical, architectural, and economic development of San Francisco and the nation. The Old Mint played a pivotal role in the financial history of the United States. In the 19th century, this historic structure served as the chief Federal Depository for gold and silver mined in the West. Due to the Old Mint's unrivaled efficiency, the Coinage Act of 1873 made it a branch of the Philadelphia Mint. The Old Mint produced a significant portion of the United States' coinage, including more gold than any other mint in the country, and by 1934 housed one-third of the nation's gold reserve in its vaults. The Old Mint survived the great earthquake and fire of 1906, thus saving two hundred million dollars from destruction. It was the only financial institution that remained open for business after the earthquake, permitting a quick re-circulation of money and a more rapid recovery than would otherwise have been possible.

Minting operations were transferred in 1937, after which the United States Treasury Department occupied the Old Mint. The Old Mint Museum was operated on site from 1972 until the building was closed in 1993.

Status of Ownership; Deed and Programmatic Agreement

The Federal General Services Administration ("**GSA**") and the City have agreed to the terms for the conveyance of ownership of the Old Mint. The conveyance documents include a quit claim deed ("**Deed**") with covenants requiring the City or any subsequent owners to (i) comply with the Secretary's Standards in any alteration or rehabilitation of the Old Mint, and (ii) to obtain the approval of the State's Historic Preservation Officer ("**SHPO**") regarding such alterations at various stages in the design and construction process. The City has also negotiated with GSA the terms of a Programmatic Agreement ("**PA**") that, among other things, sets forth a coherent process for securing SHPO's approvals under the Deed, resolving disputes, and designates specific roles for a Historic Preservation Consultant in connection with any construction work. The terms of the Deed and the Programmatic Agreement would be binding upon any Developer. Both the Deed and the PA reference a Historic Structures Report that defines the character defining spaces and features of the Old Mint ("**HSR**"). The City has prepared a HSR that has been reviewed and approved by SHPO and the Advisory Council on Historic Preservation ("**ACHP**"). The Deed, PA, HSR, and GSA's commissioned seismic and other reports are listed in the attached Appendix A and are available at the Old Mint Due Diligence Library as explained below in Section V.

Historic Tax Credits

The City expects that the Old Mint project will be eligible for the 20% federal historic preservation tax credit. The Developer will be responsible for seeking and obtaining all necessary regulatory approvals of the project for tax credit purposes, including any necessary National Park Service and Department of Interior approvals.

Condition of Property; Hazardous Materials

GSA has commissioned several reports on the environmental, seismic and physical condition of the property. The City will be leasing the Old Mint on a strictly "As-Is" basis. Respondents are urged to review these reports, which are available at the Old Mint Due Diligence Library described in Section V below and are listed and summarized in Appendix A. The building is in need of major seismic rehabilitation, as well as additional work that may be necessary to remove asbestos and lead, provide moisture protection, fire safety, new HVAC systems, and ADA compliance. The City has not made nor will it authorize any representation, assurance or warranty as to the condition of the Old Mint, or its suitability for a particular use. It is the responsibility of the Developer to make a thorough inspection of the property and complete necessary due diligence prior to execution of any lease or development agreement with the City.

Location and Site

The Old Mint occupies an entire city block (Block 3704, Lot 11), consisting of a 1.09-acre parcel of land. The Old Mint's main entrance fronts Fifth Street, and is bounded by Mission Street to the south, Mint Street to the west, and Jessie Street to the north. The building has approximately 77,000 square feet of gross area, with 66,900 square feet of usable space, including 6,000 square feet of attic space and a 2,000 square foot interior courtyard. The ground floor level is approximately four feet below exterior grade. A small vehicle parking area is located northwest of the building, adjacent to Jessie Street. The area is well served by mass transit, parking garages and pedestrian access.

The Old Mint is a three-story Unreinforced Masonry Building (UMB) structure with an attic. The building's exterior is granite (Rocklin, California Quarry) from the ground to first floor and unreinforced masonry with sandstone cladding (British Colombian Blue-Gray Sandstone) from the first floor to attic. There are two large brick flue chimneys located in the west portion of the building. The chimneys extend from the ground floor to 47 feet above the roof and have been determined to pose "the most serious hazard" in the building due to sustained damage in past earthquakes which could lead to a partial or total collapse during another earthquake.

Zoning

The Old Mint is currently within a P (Public) District and will require rezoning to allow for development. The Developer will be responsible for acquiring the necessary rezoning through a General Plan Map Amendment (Downtown Plan Map 1) and a Zoning Map reclassification. The lots adjacent to the Old Mint are in a C-3-S (Downtown Support) District and a C-3-R (Retail) District. Either of these designations would allow for office, retail, restaurants, meeting rooms, museums, and similar uses. The site is also in a 90-X Height and Bulk District, which limits the building to 90 feet. There are no setbacks required.

Utilities

Pacific Gas and Electric Company currently provides gas and electricity, and the San Francisco Public Utilities Commission provides water and sewer service.

Redevelopment Plan

The Old Mint is currently located within the boundaries of the proposed Mid-Market Redevelopment Project Area. The San Francisco Redevelopment Agency ("**SFRA**") expects to submit to the Board of Supervisors for its consideration a final Redevelopment Plan for the Mid-Market area in Fall 2002.

The proposed Mid-Market Redevelopment Plan does not call for massive changes to the physical structure of the Mid-Market district, but will focus redevelopment efforts on sensitive infill development and the adaptive reuse and rehabilitation of its existing structures, especially the district's historic theaters. Priority land uses include high-density affordable housing, arts, culture and entertainment, retail, and non-profit office space. The proposed Plan also calls for the creation of a Mid-Market Special Use District ("**SUD**"), ultimately meant for inclusion into the City's Planning Code. The Mid-Market SUD, as proposed, is an overlay zone that would maintain Mid-Market's existing zoning, height restrictions, bulk limits, and maximum floor area ratios, but include specific development incentives and land use regulations to help implement the Goals and Objectives of the proposed Mid-Market Redevelopment Plan.

Site Environs

The Old Mint enjoys a central location off Fifth Street between Market and Mission Streets, in the hub of the Mid-Market area. The Old Mint is surrounded by signature tenants and cultural and educational institutions including, but not limited to:

• **Retail**	Nordstrom	(865 Market St.)
	Old Navy	(801 Market St.)
• **Hotels**	Four Seasons Hotel	(765 Market St.)
	Pickwick Hotel	(85 5th St.)
	Hotel Milano	(55 5th St.)

- **Recreational/ Cultural**

Metreon	(101 4th St.)
Yerba Buena Center	(701 Mission St.)
Moscone Center	(747 Howard St.)
Center for the Arts	(Yerba Buena)
Museum of Modern Art	(Yerba Buena)
Children's Center	(Yerba Buena)
Chronicle	(901 Mission St.)

- **Additional projects under construction**

Bloomingdale's	(845 Market St.)
Moscone 3 Expansion	(860 Howard St.)
Mexican/ Jewish Museums	(Yerba Buena)
African American Museum	(4th & Market)

In combination, these convention, museum, shopping, lodging, cultural, and entertainment facilities attract millions of visitors each year to the blocks surrounding the Old Mint. San Francisco residents, Bay Area visitors, and people from around the U.S. and the world come to Yerba Buena Gardens and Mid-Market to experience its rich history and world-class facilities.

II. The City's Regulatory and Review Process

The Developer will be solely responsible for filing all necessary development applications with the Planning Department, Department of Building Inspection, Department of Public Works, and other departments and agencies as required. The Developer will also be responsible for paying required application fees and for providing sufficient information and support to allow all applications to be processed to completion. It is anticipated that these applications will include applications for environmental review (Planning Department), rezoning (Planning Department), site permit and building permits (Building Department), and street space permits (Public Works). Additional applications may include, but are not necessarily limited to Conditional Use and/or Planning Code Section 309 applications, and applications for variances from off street loading requirements.

The following list outlines various regulatory approvals that are likely to be required for the Old Mint Project. Depending upon the development proposed by the Developer, additional regulatory procedures or approvals might be required.

San Francisco Board of Supervisors

Any long-term lease and development agreement will be subject to the approval by the Mayor and the San Francisco Board of Supervisors. In addition, the Board of Supervisors will have to approve any project-related amendments to the zoning map, height and bulk map, and General Map, and make findings of consistency with the City's General Plan and the General Plan Priority Policies.

San Francisco Old Mint Task Force

On August 1, 2001, the Mayor established the San Francisco Old Mint Task Force ("**Task Force**"). The members of the Task Force and a brief biography of each member can be viewed at www.sfgov.org/sfmint.

The Task Force's purpose has been to gather public input and opinion from the diverse communities of the City regarding development of the Old Mint, and to provide additional expertise to the Mayor and the Board of Supervisors regarding the rehabilitation and reuse of the Old Mint.

Specifically, the Task Force provided recommendations to the City on the form and content of the RFP. Subsequent to the release of the RFP, the Task Force will help City Staff evaluate and make recommendations to the Mayor and the Board of Supervisors regarding responses to the RFP.

The Task Force holds regular public meetings on the 3rd Monday of each month in City Hall, Room 408 at 4:00 p.m. You can review past agendas and minutes and other information at www.sfgov.org/sfmint.

San Francisco Planning Department and Planning Commission

The Old Mint Project will be subject to review and approval by the Planning Department. The City has consulted with the Planning Department staff, which will provide support in connection with this project.

The San Francisco Planning Commission will have to approve any project-related Conditional Use Permit, Certificate of Appropriateness, amendments to the zoning map, height and bulk map, and general map, and make findings of consistency with the City's General Plan and the Section 101.1 Priority Policies.

The Planning Department's Office of Environmental Review is the lead agency for conducting environmental review pursuant to the California Environmental Quality Act (**"CEQA"**). The Developer will be required to submit a Mitigated Negative Declaration, Environmental Impact Report or other appropriate CEQA document with the Office of Environmental Review to commence the CEQA process. This review must be completed before any final decision can be made to lease the property, to issue required permits, or to approve rezoning of the property.

San Francisco Landmarks Preservation Advisory Board

The San Francisco Landmarks Preservation Advisory Board ("**Landmarks Board**") nominated the Old Mint for designation as a City Landmark on July 18, 2001 in its Resolution No. 547. The San Francisco Planning Commission endorsed that nomination on December 6, 2001 in its Resolution No. 16156. In order for landmark designation to be effective, the San Francisco Board of Supervisors must designate the nominated landmark by ordinance. The Board of Supervisors has not yet considered the Old Mint nomination as a City landmark. If the Board of Supervisors designates the Old Mint as a City landmark, any alterations would be subject to San Francisco Planning Code Article 10, which governs alterations to City landmarks. Certain kinds of alterations will require a Certificate of Appropriateness, reviewed by the Landmarks Board, the San Francisco Planning Department, and the San Francisco Planning Commission. A Certificate of Appropriateness could also be appealed to the San Francisco Board of Supervisors. Planning Code Article 10 sets forth the detailed procedures and requirements that are applicable to City landmarks.

San Francisco Arts Commission

Because it will be on City-owned land, the Old Mint's Project design will be subject to design review and approval by the San Francisco Arts Commission.

San Francisco Department of Building Inspection

The San Francisco Department of Building Inspection will review applications for building and site permits submitted by the Developer, and issue the permits, providing the Developer meets all relevant state and local code requirements.

III. Required Terms and Conditions

In order to meet its goals, the City is prepared to enter into an Exclusive Negotiating Agreement ("**ENA**") and, subject to approval by the Mayor and Board of Supervisors, after the completion of all required environmental review, enter into a DDA and a long-term ground lease up to 66 years ("**Lease**") with the Developer selected pursuant to this RFP. The ENA will cover the period leading up to final project approvals, including environmental review under CEQA. The DDA will address the terms and conditions precedent under which the City will deliver the Lease for the Old Mint to the Developer, and control the initial development and construction of the project. The Lease will govern the use and operation of the Old Mint once construction is complete.

Key Terms

This section briefly describes Key Terms sought by the City in the ENA, DDA and the Lease, as appropriate. By submitting a proposal, Respondents are indicating their acceptance of these Key Terms. The actual terms of the DDA and Lease will be consistent with this RFP and the selected proposal, and will be negotiated with City staff. The DDA and Lease are subject to final approval by the Mayor and the Board of Supervisors.

Key ENA Terms

1. Due Diligence. During the "due diligence" period under the ENA, the Developer may conduct environmental site assessments and other physical inspections and analyses of the property, including sampling and testing of the soils sediments and groundwater pursuant to a permit to enter approved by the City.

2. Historic Preservation Review of the Selected Development Concept. As described in Section IA above, all alterations to the interior and exterior of the Old Mint must be consistent with the Secretary's Standards, as provided in the Programmatic Agreement and the Deed conveying the Old Mint to the City. The Developer will be responsible for obtaining all necessary approvals including the review and approval processes set forth in the Deed and PA, and for all costs associated with such alterations and approvals.

3. Regulatory Approvals; Environmental Review. The Developer will be solely responsible for obtaining all necessary regulatory approvals for the project, including filing all necessary development applications, paying required application fees and providing sufficient information and support to allow all applications to be processed to completion, and background technical reports related to environmental topics. In order to expedite the project, it is expected that within 45 days of execution of an ENA, the Developer will submit an application for environmental review to the City's Planning Department and commence working with other City departments to prepare all reports and other documents necessary to complete environmental review and obtain regulatory approvals in a timely fashion. During the term of the ENA and prior to approval of the DDA and the Lease by the Mayor and the Board

of Supervisors, all applicable environmental review requirements under CEQA must be completed. The Developer will be required to bear all costs of such environmental review and any other regulatory approvals required for the City to enter into the DDA, Lease or related to Developer's use of the premises, including, without limitation, any building permit, planning application or impact fees assessed by the City.

4. Negotiating Deposit. The Developer will be required to pay the City an additional sum of $50,000 ("**Negotiating Deposit**") in consideration for the right to negotiate exclusively with the City under the ENA. The Negotiating Deposit is non-refundable, and will be used by the City to pay for transaction costs relating to the project, or in any other manner as City determines in its sole and absolute discretion. If the term of the ENA is extended, the Developer will be required to increase the deposit for the extension term.

Key DDA Terms

1. General. The DDA will contain conditions that must be satisfied for the close of an escrow, through which the Lease will be issued. Under the DDA, before the City conveys the Lease to the Developer, the Developer must have obtained all required permits and approvals for the construction of the project, and have produced, to the City's satisfaction, evidence of sufficient financing to build the approved project and evidence of tenant commitments. The DDA will also contain other conditions to the close of escrow, including prohibitions on the transfer of interests in the site or the DDA prior to the completion of construction without the City's consent. The DDA will also include provisions obligating the Developer to complete the project in accordance with a scope of development and a schedule of performance.

2. Hazardous Materials. The Developer will be responsible for the removal or remediation of all hazardous materials as required for the development of the Old Mint and for ensuring compliance with all federal, state and local regulations governing the testing and disposal of any hazardous materials in and around the Old Mint. In addition, the Developer will be responsible for ensuring compliance with the obligations and covenants set forth in the deed transferring the property to the City.

3. Security Deposit, Performance Bond and Guarantee. The Developer will be required to provide various financial assurances to the City regarding implementation of the project including, without limitation, appropriate construction and/or completion bonds. Depending on the financial capacity of the Developer, the City may also require a guaranty from the parent company or other security guaranteeing the successful completion of the project. The DDA will also contain time and performance benchmarks with clear termination provisions and financial penalties for non-performance.

Key Lease Terms

1. Premises. The Developer will have exclusive use and occupancy of the Old Mint building and related appurtenant areas, and will be required to operate the Old Mint at specified standards acceptable to the City.

2. Term. The City will agree to a lease term appropriate to the proposed rental schedule and structure, not to exceed 66 years in length.

3. City Participation in Surplus Revenue. Respondents are encouraged to include in their proposals specific allocations of surplus revenue to the City ("**Participation**"), such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return. Simplicity of rental structure is preferred to a complicated participation structure. Proposals should also consider a minimum base rent payable to the City if financially feasible.

4. As-Is, Triple Net Lease. The premises will be ground leased to the Developer on a strictly "As-Is" basis, without representation or warranty by the City. All costs of maintaining and operating the premises, including any necessary rehabilitation, repair, seismic or remediation work, equipment, capital improvement, regulatory approvals, possessory interest taxes and any other taxes and assessments, are to be borne by the Developer. The Developer will be responsible for all operating costs and expenses associated with the Old Mint project before, during, and after the project's completion. All improvements to the premises will remain the property of the City after the expiration of the Lease.

5. Subordination. The City's fee ownership in the property will not be subordinated. Commercially reasonable subordination of the Developer's leasehold interest will be permitted. In making their proposals, Respondents must demonstrate access to equity capital and financing to successfully undertake the proposed project.

6. Security Deposit, Performance Bond and Guarantee. In connection with the Lease, the Developer will be required to provide security in the form of a security deposit, a guaranty, or other evidence of on-going financial assurance such as an irrevocable letter of credit. Depending on the financial capacity of the Developer, the City may also require a guaranty from the parent company.

7. Possessory Interest and Other Taxes. The Developer will be required to pay possessory interest taxes on the assessed value of the leasehold interest. Respondents may contact the City Assessor's office for more information on how this tax will be calculated. The Developer also will be required to pay other applicable city taxes, including sales, parking and payroll taxes.

8. City Contracting Requirements. The Developer will be required to comply with all City requirements in effect, including without limitation: (a) Non-Discrimination in Contracts and Property Contracts, including providing equal benefits to domestic partners (SF Admin. Code Section 12B, 12C, and 12D.A), (b) Tropical Hardwood and Virgin Redwood Ban (SF Admin. Code Section 12I), (c) Tobacco Product Advertising Prohibition (SF Admin. Code Section 4.20), (d) San Francisco Integrated Pest Management Program (SF Admin. Code Chapter 39), (e) Implementing the MacBride Principles - Northern Ireland (SF Admin. Code Section 12F), (f) Prevailing Wages (Section A7.204 of the City and County of San Francisco Charter and Sections 6.33 through 6.45 of the San Francisco Administrative Code), (g) the City's Sunshine Ordinance (Section 67.24(e) of the San Francisco Administrative Code), (h) the City's Conflict of Interest Code (Section C8.105 of the San Francisco Charter), (i) the Health Care Accountability Ordinance (HCAO) (San Francisco Administrative Code Chapter 12Q), (j) San Francisco Campaign and Governmental Conduct Code (the "Conduct Code") Section 3.700 *et. seq.*, (k) San Francisco Ethics Commission Regulations 3.710(a)-1 – 3.730-1, and (l) the City's Job-Housing Linkage Ordinance, San Francisco Planning Code Section 313.

9. Card Check and First Source Hiring Ordinances. To the extent applicable, the Developer may be required to comply with the Card Check Ordinance (SF Admin. Code Sections 23.31-23.37). That ordinance requires employers of employees in hotel or restaurant projects on public property with more than 50 employees to enter into a "card check" agreement with a labor union regarding the preference of employees to be represented by a labor union to act as their exclusive bargaining representative. The Developer, its subtenants, its contractors, and its subcontractors also will be required to comply with the San Francisco First Source Hiring Ordinance (S.F. Admin. Code Chapter 83). That ordinance establishes specific requirements, procedures and monitoring for first source hiring of qualified economically disadvantaged individuals for entry level positions. The Developer will be required to comply with the provisions of the San Francisco Resource-Efficient City Building Ordinance (San Francisco Administrative Code Chapter 82).

10. Equal Opportunity Program. The City will work with the Human Rights Commission to identify specific MBE/ WBE contracting goals in the design, construction, and leasing of the project.

V. The Selection Process

The City will select a Developer using the process described in this RFP and negotiate the terms of an ENA, DDA and Lease with the Developer, subject to the completion of all required environmental review and approval of the DDA and Lease by the Mayor and the Board of Supervisors.

Schedule

The City expects to proceed with the project on the following schedule:

• Issuance of RFP	Tuesday, June 11, 2002
• Pre-Submittal Old Mint Tour and Conference	Tuesday, July 2, 2002
• Respondents Qualifications and Proposals Due	Friday, August 30, 2002
• Staff Review of Qualifications and Proposals	September/ October 2002
• Presentation of Proposals to Task Force & Review Committee	September/ October 2002
• Task Force Recommendation	October 2002
• Mayor and Board of Supervisors consideration of recommended Respondent and ENA	November 2002

Pre-Submittal Old Mint Tour and Conference

A pre-submittal tour of the Old Mint will commence at 12:30 p.m. (PST) on Tuesday, July 2, 2002 at the Old Mint Building located at 88 Fifth Street, between Market and Mission Streets. The tour will be followed by a pre-submittal conference commencing at 3:00 p.m. (PST) on Tuesday, July 2, 2002 at the Mayor's Office Conference Room at City Hall, 1 Dr. Carlton B. Goodlett Place, Suite 201. The purpose of the tour and meeting is to provide prospective Respondents with an overview of the project and to provide an opportunity to become familiar with the physical condition of the Old Mint. Any written questions from potential Respondents may be addressed to Mayor's Office of Economic Development ("**MOED**") staff at this meeting. Questions may be answered at the meeting or in writing. All written responses will be made available to all Respondents to this RFP.

Submission of Proposals

ALL PROPOSALS MUST BE RECEIVED BY MOED NO LATER THAN 5:00 P.M. ON FRIDAY, AUGUST 30, 2002. Respondents shall submit ten (10) copies of their proposals in a sealed box to:

Ms. Hala Hijazi
Project Manager
Mayor's Office of Economic Development
1 Dr. Carlton B. Goodlett Place, Room 436
San Francisco, CA 94102

Evaluation by Review Committee

Subsequent to the deadline for submission of proposals, a review committee appointed by the Director of MOED ("**Review Committee**") will review all conforming proposals. The Review Committee will consist of City staff and consultants. The criteria for evaluating the proposals are described in Section VII of this RFP. Initially, City staff will review all proposals for completeness, responsiveness, and adequacy of documentation. Proposals with significant deficiencies in these areas may receive no further consideration. The Review Committee will review all accepted proposals. The Review Committee and support staff may at their discretion contact references and industry sources, investigate previous projects and current commitments, interview some or all of the Respondents, and take any other information into account in their evaluation of the responses. The City reserves the right to request clarification or additional information from Respondents. The Review Committee may also consider in its evaluations the presentations described below.

Respondents' Presentations to Task Force and Review Committee

The Task Force intends to hold a special workshop at which each of the qualified Respondents will be given the opportunity to make a brief presentation regarding its proposal, and then answer questions from members of the Task Force and the Review Committee. That workshop is tentatively scheduled for the month of September 2002. Qualified Respondents will receive written notice of the actual date, time and place of the workshop.

Recommendation to Mayor and Board of Supervisors for Exclusive Negotiations

Following its evaluation of the Respondents' qualifications, proposals, and presentations, the Review Committee will rank qualified Respondents according to the selection criteria set forth below. The Task Force will consider the recommendations of the Review Committee and make a final recommendation regarding the proposals that the Task Force determines, in its discretion, best meets the City's goals and objectives. The Task Force's recommendation will be submitted to the Mayor and the Board of Supervisors together with a resolution approving an ENA with the recommended Respondent.

Inquiries

All inquires related to this RFP must be directed in writing to Hala Hijazi, Project Manager, at the Mayor's Office of Economic Development, 1 Dr. Carlton B. Goodlett Place, Suite 436, San Francisco, CA 94102, Fax (415) 554-6481 or Email hala_hijazi@sfgov.org. Written inquiries will be responded to either orally at the pre-submittal conference, or if received after the pre-submittal conference, then in writing with copies to all Respondents who register at the pre-submittal meeting. Respondents must not contact individual members of the Task Force or the Review Committee, and oral inquiries may not be accepted after the pre-submittal conference. Inquires regarding this RFP that are not permitted may result in the Respondent's disqualification.

Old Mint Due Diligence Library

The Deed and PA, the HSR, and GSA commissioned reports and analyses relating to the Old Mint as listed in Appendix A are available at the Old Mint Due Diligence Library at the Mayor's Office of Economic Development in Room 436. Interested parties may obtain a copy of such reports by making the request in writing to Ms. Hala Hijazi. These documents will also be made available at the pre-submittal conference as explained in Section V.

Sunshine Ordinance

In accordance with the Sunshine Ordinance (San Francisco Administrative Code Section 67.24(e)), responses and other communications from interested parties will be open to inspection by the public upon request, immediately after a contract is awarded.

VI. Proposal Content, Elements, and Format

Proposals submitted in response to this RFP must be made according to the specifications set forth in this RFP. Any major deviation from these specifications will be cause for rejection of the proposal at the City's sole discretion.

Required Content and Sequence

The content and sequence of the each proposal are to be as follows:

A. Cover Letter

A cover letter should be provided describing the Respondent, the name and address of the Respondent, the date the Respondent was established, and the name, address, and telephone number of the person or persons who will serve as the Respondent's principal contact person with the City and who is authorized to make representations on behalf of the Respondent. The letter must bear the signature of the person having proper authority to make the proposal for the Respondent.

B. Table of Contents

A table of contents should be provided listing the individual sections of the proposal and their corresponding page numbers.

C. Project Summary

A brief synopsis of the highlights of the proposal should be presented which summarizes the key benefits of the proposal to the City and which describes how the proposal meets the City's goals, as described in Section I above.

D. Development Entity

A complete description of the development entity, including the following information:

1. Identification and type of legal entity that would contract with the City, including all joint venture/limited partners and capital/equity committed to the entity;
2. Intended role of each development partner/major consultant in the implementation of the development and the responsible entity in the organizational structure for ongoing project management;
3. Role and resumes of project managers and key individuals who would implement this project including, specifically, persons who will spend at least 25% of their time working on the Old Mint project ("**Key Personnel**");

4. Key consultants and relevant experience, including but not limited to financial, marketing, general architecture, historic preservation architecture, engineering (including preservation expertise), general contractor (if known) and legal consultants, including evidence of experience with:
   a) rehabilitation of historic buildings;
   b) developments within jurisdiction of the State Historic Preservation Office and the Advisory Council for Historic Preservation; and
   c) other development projects with public entities.
5. Description of lead negotiator and identification of any limitations to their authority to contractually bind the entity in negotiations; and
6. Identify any possible conflicts of interests, pending litigation, and pending civil, HRC and/ or criminal investigations.

E. Development Experience

Relevant project experience, particularly with projects in historic buildings and with other public entities, including the following information for each project identified:

1. Location and photographs;
2. Size (rentable area), tenant mix, anchor tenants;
3. Development timeline (from developer selection/site control to completion of construction, indicating any phasing if relevant);
4. Project cost, capital and financing sources used, and economic performance for the last 4 fiscal years;
5. General description including role of development entity, unique challenges of project, occupancy, and history;
6. Current management/owner and public agency contact;
7. Whether or not development was undertaken in conjunction with public entities, with references/contact information;
8. Identification of development entity and explanation if different from the proposed developer for the Old Mint;
9. Experience with developing properties subject to the Secretary of the Interior Standards for the Rehabilitation and Guidelines for Rehabilitating Historic Buildings. Experience in structuring and implementing any applicable historic tax credit transactions in the context of a publicly leased structure; and
10. Experience with the types of jobs programs described in Section VI. H. #4 below.

F. Financial Capacity

Evidence of access to equity capital and financing resources or other sources of funds to carry out proposed project, supported by:

1. The most recent available credit report and the audited financial statements for the past 4 fiscal years of each principal and joint venture participant, including statement of changes in financial position and statements of any parent organizations and any materially relevant subsidiary units, identifying any projects with negative cash flows, amount of Respondent's recourse debt, any non-performing loans, and the amount of guarantees and/or contingent liabilities;
2. Composition of current real estate portfolio, listing the following for each project: project name, type, location (city, state), date completed, project size (rentable area), value, debt, role (developer, property manager, etc.), ownership interest, and occupancy rate;
3. Recent history (preferably within the last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed, etc;
4. List of projects in pipeline including status, names of the lead personnel working on these projects and whether these individuals will play any integral role on this project, development schedule and financial commitment required of Respondent;
5. Identification of specific relationships and contact information with sources of equity and debt capital, or if applicable, sources of private charitable funds or governmental grant funds, with indication from those sources that the project outlined by the City is consistent with their investment or funding criteria for a project of this size; and
6. Respondent must be able to demonstrate in its proposal with reasonable certainty the ability to finance the project, and should minimize reliance on contingent grants, contributions or other uncertain funding sources to the extent possible. If grants, charitable contributions or other comparable funding sources are assumed by the Respondent, the proposal should describe the Respondent's experience and plans to obtain these funds in detail.

G. Evidence of Business Relationships

Evidence of business relationships with tenants indicating their willingness to participate with the Respondent in the project.

H. Management Plan

Include a Management Plan describing Respondent's plans to:

1. Promote maximum public awareness of and public access to the Old Mint, particularly public access to the historic areas and features as identified in the HSR. Such public

access should be discussed both in terms of daily access and programs and in terms of special events, if applicable;

2. Rehabilitate and preserve the historic features of the Old Mint;
3. Develop marketing plans;
4. Respondents are encouraged to create or retain jobs for San Francisco residents, especially economically disadvantaged persons, and to provide minority and women-owned business enterprises with an equal opportunity to compete for and participate in project design, construction, development and operations. The Management Plan should describe how the respondent intends to meet these goals; and
5. If possible, Respondents should estimate numbers of employees and visitors under normal operations and for special events, and expected elements of transportation and parking management for regular operations and special events, if applicable, given the limited parking limitations at the site.

I. Statement of Proposed Financial Terms and Assumptions

Describe with sufficient detail the key financial components of the respondent's proposal, including rental terms, revenue projections, and the Respondent's financing strategy. At a minimum, the Statement of Proposed Financial Terms and Assumptions should include the following:

1. Respondents should describe their plans for funding all required improvements, including identifying sources of funds. Such description should include the proportion of equity to debt financing, and identify any special restrictions or conditions associated with the financing plan. Respondents should also include evidence of financing resources and their concurrence with the proposed development program;
2. Identify any local, state or federal financial assistance that will be required to implement the project. As noted below, while respondent's may assume certain levels of governmental funding for the project, the greater the reliance on City subsidies the less favorably the proposal will be evaluated under the Selection Criteria VII.3 described in the Section below. To the extent the Respondent intends to utilize grant or other public funds describe the source of such funds and the status of any commitments from the granting agency, and the Respondent's experience in obtaining such funds;
3. Describe the City's Participation in surplus revenue, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned a specified rate of return (the "Hurdle Rate,") or other forms of compensation and Base Rent, if any. If the City's Participation is to occur only after a Hurdle Rate is achieved, the proposal must identify the Hurdle Rate and any limiting conditions; and
4. Respondents should also include detailed pro-formas and projections of income and expenses, including projections of total income to be paid to the City over the term of the Lease. The pro-formas should also include projected rates of return, the proposed Hurdle Rate (if applicable,) and a 20 year cash flow clearly showing gross income, operating expenses, vacancy, reserves, debt service, net operating income, and all return

to the developer and/or investors (including all fees and other compensation). Respondent's revenue and expense projections should be supported by underlying assumptions and should, to the extent practical, separately breakout revenue projections (i.e., for each type of use and tenant). All Respondents are responsible for producing their own pro-forma financial statements as part of their proposals. Respondents are expected to conduct their own market research to identify potential demand, along with any other research necessary to justify any assumptions and projections that they may make.

J. Preliminary Development Concept

Respondents should describe in sufficient detail its plans for implementing improvements to the Old Mint, including the following:

1. Narrative description of proposed development, including separate descriptions of main uses for each floor of the Old Mint. Descriptions should include approximate square footages for each type of use, treatment of historic features, and means for providing public access;
2. Conceptual drawings including elevations, floor plans and sections showing all key elements of the project, sketch diagrams of proposed uses and locations, and a building diagram and rendering, including public spaces and historic features. Where appropriate, additional graphic materials can be submitted in order to provide additional information or to display the respondent's construction program with greater clarity. Any site plans and or building plans should be submitted on sheets no larger than 24" x 36";
3. Respondents should include a project schedule that describes specific timelines for the completion of the Improvements, separately identifying construction timelines for core building improvements, as opposed to collateral amenities like tenant improvements; and
4. Respondent should provide a breakdown of all construction and development costs, including both hard and soft costs. Breakdown should also specifically indicate amount of developer fees and other items associated with return to investors.

K. Proposal Execution

The proposal must be signed in ink, with the address provided. Evidence of the legal status of the Respondent; Respondent whether individual, partnership, corporation, limited liability company shall also be provided. A corporation shall execute the proposal by its duly authorized officers in accordance with its corporate bylaws and shall list the State in which it is incorporated. A partnership shall give full names and addresses of all partners and shall list the State in which it is organized and shall execute the proposal by its duly authorized partners in accordance with the partnership agreement. A limited liability company shall give full names and addresses of all members and shall list the State in which it is organized and shall execute

the proposal by its duly authorized members or managers in accordance with its operating agreement. Partnerships, limited liability companies, and individuals shall be required to state the names of all persons involved in the proposal. The place of residence of each partner, member, or individual, or the office address in case of a firm or company, including state, zip code and telephone number, shall be given after each name. If the Respondent is a joint venture consisting of a combination of any of the above entities, each joint venture shall execute the proposal. Anyone signing a proposal as an agent of a firm or entity shall submit legal evidence of his or her authority to do so with the proposal.

L. Proposal Security Deposit

Proposal security deposit in the form of a forfeiture-type bond, a check certified by a responsible bank, or a cashier's check payable to the City and County of San Francisco in the amount of Fifty Thousand Dollars ($50,000) must be submitted with each proposal. After a selection has been confirmed, the deposits of all unsuccessful Respondents will be returned. Within three (3) business days of a Respondent's selection, the successful Respondent will be required to deposit a separate Negotiating Deposit in the amount of $50,000. This Negotiating Deposit will become non-refundable and will be used by the City to cover costs related to due diligence studies, evaluations completed for the project, and for certain transaction costs, including consultant and attorney's fees, related to this RFP and/or negotiating the DDA and the Lease. An additional non-refundable fee maybe charged if the parties extend the ENA beyond the initial twelve month term. The initial Fifty Thousand Dollars ($50,000) deposit will be held as partial security against a selected respondent failing to proceed with the project. Upon execution of a Lease, the initial $50,000 deposit will be credited against the Developer's security deposit obligations under the DDA and Lease. No interest on any security deposit will be paid to any Respondent or to the Developer.

VII. Evaluation Criteria

The City will evaluate all proposals in accordance with the criteria and procedures identified in this RFP. Without limiting any of its rights described in Section VIII below, the City reserves the right in its discretion to make a selection based directly on the proposals submitted or to negotiate further with one or more of the Respondents. The Respondent selected under this RFP will be chosen on the basis of its ability to best meet the overall objectives of the City, as determined by the City in its sole and absolute discretion.

Proposals will be evaluated on a scale of up to 100 points. The criteria described below will be employed in assessing the merits of each qualified proposal received by the City:

1. Experience and Qualifications of Respondent (35 Points)

Whether the Respondent has sufficient and proven experience and capabilities to perform all aspects of the project as outlined in this RFP including the following:

- Experience and qualifications of Respondent and Key Personnel related to the construction, development and rehabilitation of significant and sensitive historic buildings in a complex regulatory environment, including architectural design quality, historic preservation and quality of public amenities, and Respondent's ability to complete construction on time and in accordance with the proposed project specifications;
- Experience and qualifications of Respondent and Key Personnel related to consistent quality management, maintenance, and operation of the type of project and uses proposed. Relevant factors will include experience and qualifications specifically related to (i) ability to implement complex development projects effectively, (ii) experience with developing properties subject to the Secretary of the Interior Standards for the Rehabilitation and Guidelines for Rehabilitating Historic Buildings, (iii) demonstrated success working cooperatively with public agencies, particularly in the context of historic preservation, and (iv) other special qualifications that may be relevant to the successful implementation of the project;
- Business ability of the Respondent and/or Key Personnel as demonstrated by the longevity of other projects, success of other projects, and revenues achieved in other projects;
- The extent to which Key Personnel will participate in the day-to-day development and/or operations of the project;
- Financial capacity of the Respondent to cover initial capital expenditures and operating costs through the start-up, and adequacy of working capital to maintain facilities, including the following: (i) ability to raise capital for the project, either through equity capital and unsubordinated debt financing, and/ or private charitable funds and governmental grant funds; (ii) strength of current relationships with funding sources,

including financial institutions; (iii) overall financial track record; and (iv) results of reference and credit checks;

- To the extent applicable (e.g. for non-profit museum entities, etc.), the extent to which the Respondent demonstrates an established track record of fundraising and financial support sufficient to cover costs of both construction and ongoing operations;
- Understanding of the regulatory approval process, as reflected in the project schedule and general project concept;
- Business relationships with tenants that meet the historic and public orientation of the Old Mint;
- Establishment of clear lines of responsibility within the respondent's organization upon which the City can rely during negotiation and implementation of the project;
- Extent of Respondent's experience with the types of jobs programs described in Section VI. H. #4 above; and
- Other factors as appropriate.

2. Development and Management Plans (35 Points)

Assessment will include the following:

- The extent to which the proposal meets the City's objectives outlined in Section IA-D, including the extent to which the proposal provides for public use and enjoyment of the historic features of the Old Mint. Proposals with more public uses will be rated more favorably than those with less public uses;
- Commitment to maintenance of historic features of the Old Mint, with minimal substantial alterations to the historic elements of the building and the extent to which alterations preserve features that convey the Old Mint's historical values;
- Quality, value and nature of Respondent's plans for improvements;
- Viability of and schedule for implementing Respondent's Management Plan;
- The extent to which the Management Plan demonstrates Respondent's commitment to create or retain jobs for San Francisco residents, especially economically disadvantaged persons, and to provide minority and women-owned business enterprises with an equal opportunity to compete for and participate in project development and operations; and
- Other factors as appropriate.

3. Proposed Financial Terms (30 Points)

Assessment will include the following:

- Financial feasibility of Respondent's proposal, including the extent to which Respondent's financing resources are available to rehabilitate, develop and operate the Old Mint and are consistent with the City achieving its goals in a timely fashion. Proposals with definite funding sources will be rated more favorably than those with indefinite funding sources;

- Proposals that have no or minimal reliance on direct City funding will be more favorably rated;
- Amount of total projected revenue to the City and the reasonableness of Respondent's underlying assumptions, including proposed terms of Base Rent and City's Participation in revenue; and
- Other factors as appropriate.

VIII. General Terms and Conditions of RFP

1. This RFP is only an invitation to submit proposals and does not commit the City in any way to enter into an agreement or to proceed with the RFP. The issuance of this RFP does not obligate the City to pay any costs whatsoever incurred by any Respondent in connection with: (a) the preparation or presentation of a proposal; (b) any supplements or modifications of this RFP; or (c) negotiations with the City or other party arising out of or relating to this RFP or the subject matter of this RFP. The determination by the City to select a particular Respondent shall not imply acceptance of the Respondent's business offer, which may be subject to further negotiation prior to approval of a DDA and Lease or other agreements with the City. The DDA and Lease will be subject to approval by the Mayor and the City and County of San Francisco Board of Supervisors, all in their respective sole discretion, after the completion of environmental review.

2. The information presented in this RFP and in any report or other information provided by the City to Respondents is provided solely for the convenience of the interested parties. It is the sole responsibility of interested parties to assure themselves that the information contained in this RFP or other documents are accurate and complete. No representations, assurances or warranties pertaining to the accuracy of such information are or will be provided by the City or its advisors or by the Task Force.

3. The City expressly reserves the right at any time, and from time to time, for its own convenience, and in the City's sole discretion, to do any or all of the following:

   a) waive or correct any defect or technical error as to form or content of this RFP or in any response, proposal, or proposal procedure, as part of this RFP or any subsequent negotiation process;
   b) reject any and all proposals, without indicating any reason for such rejection;
   c) reissue a Request for Proposals;
   d) modify or suspend any and all aspects of the selection process, modify the scope of the project or the required responses, modify the components of the development concept, or modify the selection process and/or evaluation criteria indicated in this RFP;
   e) request that Respondents clarify, supplement or modify the information submitted;
   f) extend deadlines for accepting responses, request amendments to responses after expiration of deadlines, or negotiate or approve final agreements;
   g) except as specifically provided in any ENA to be executed by the City and the successful Respondent, negotiate with any, all or none of the Respondents to this RFP;
   h) make a selection for the exclusive negotiations based solely on the proposal selection process, or negotiate further with one or more of the Respondents;
   i) during negotiation, expand or contract the scope of the Old Mint development, including adding or subtracting areas to or from the Old Mint, committing or withholding public financing or otherwise altering the project concept from that which was initially proposed

in order to respond to new information, community or environmental issues, or opportunities to improve the financial return to the City from the Old Mint project or enhance public amenities;

j) except as specifically provided in any ENA to be executed by the City and the successful respondent, if negotiations with the successful Respondent fail to proceed to the reasonable satisfaction of the City, at the City's sole and absolute discretion, negotiate with and enter into a final agreement with another Respondent, or begin the selection process anew; and/or

k) consider any information about any Respondent that is not expressly contained in Respondent's response.

4. Selection of a Developer and granting of an exclusive right to negotiate should not be construed as an approval of the proposed uses, configuration or design of the Old Mint project. The City will not approve any DDA or Lease for the Old Mint which would allow for its development until there has been compliance with the California Environmental Quality Act (CEQA). Review and approval by other City agencies may be required. No final approval will have occurred unless and until the Board of Supervisors and Mayor has approved the DDA and Lease.

5. By submitting a proposal, the Respondent certifies to the City that the Respondent has not paid, nor agreed to pay, and will not pay or agree to pay, any fee or commission, or any other thing of value contingent on the award of a lease or other agreement with the City related to the Old Mint project, to any City or MOED employee or official or to any contracting consultant hired by the City or MOED for purposes of the development of the Old Mint.

6. Responses to all inquiries about this RFP shall be subject to the San Francisco Sunshine Ordinance. Information will be made available to the public upon written request after the Lease has been awarded.

   Respondents must clearly identify in their proposals those financial records or other information that the Respondent in good faith determines to be a trade secret or confidential propriety information protected from disclosure under applicable law. To the extent permitted by law, the City will attempt to reasonably maintain the confidentiality of such financial information. However, generally, all documentation, including financial information, submitted by any Respondent to the City are public records under state and local law, including the City's Sunshine Ordinance. The City will not under any circumstances be responsible for any damages or losses incurred by a Respondent or any other person or entity because of the release of such financial information.

7. The City will not return submittals or any information submitted in connection with a submittal.

8. The City shall disqualify any Respondent to this RFP that has a conflict of interest under Section C8.105 of the San Francisco Charter, Government Code Section 1090, et. seq., the Political Reform Act (Government Code Section 87100 et. seq.), or any other applicable conflict of interest laws. Any false, incomplete, or otherwise unresponsive statements made in connection with a proposal may be cause for its disqualification at the City's sole discretion.

9. The City intends, through exclusive negotiations, to identify the actions and activities that would be necessary to develop the Old Mint and thereby facilitate meaningful environmental review. If the Old Mint project is found to cause significant adverse impacts that have not already been analyzed and/or have not been mitigated, the City retains the absolute discretion to require additional environmental analysis, and to: (a) modify the Old Mint project to mitigate significant adverse environmental impacts; (b) select feasible alternatives which avoid significant adverse impacts of the proposed project; or (c) reject or proceed with the Old Mint project as proposed depending upon a finding of whether or not the economic and social benefits of the Old Mint project outweigh otherwise unavoidable significant adverse impacts of the Old Mint project.

10. The Developer shall be responsible for obtaining all regulatory and government approvals required for the Old Mint project, and the Developer will be expected to pay all permit and processing fees related to the development. Approvals for the Old Mint project are likely to be required from governmental agencies, including but not limited to the San Francisco Planning Commission and design review and approval by the City's Arts Commission. Additionally, the Developer must comply with all applicable historic preservation requirements relating to the Old Mint. In issuing this RFP, the City makes no representation or warranties that the necessary governmental approvals can be obtained which will allow for the development of the Old Mint in accordance with the guidelines set forth above herein. Respondents should understand that the City is issuing this RFP in its capacity as a landowner with a proprietary interest in the Old Mint, and not as a regulatory agency. MOED's status as a department of the City shall in no way limit the obligation of the Developer to obtain approvals from other City departments, boards or commissions which have jurisdiction over the Old Mint project.

11. The City will not pay a Finder's or Broker's Fee in connection with this RFP. Respondents shall be solely responsible for the payment of all fees to any real estate brokers or any other parties with whom such Respondents have contracted.

12. All facts and opinions stated in this document (including any attachments, appendices or exhibits) and in the additional reports and information are based upon available information, and no representation or warranty is made with respect thereto.

13. The above requirements will be incorporated as part of the DDA and the Lease, and will apply to contractors, subcontractors, subtenants, etc. of the Developer as applicable within each code section.

14. Any protest to this RFP must be made within five (5) business days after the Task Force submits in writing to the Board of Supervisors its recommendation regarding selection of a Developer under this RFP. Protests must be submitted in writing, within such time period to the Contact, at the address in the Executive Summary. Protests submitted after such date will be barred.

15. By submitting a proposal in response to this RFP, the Respondent acknowledges and agrees that it will comply with the City Administrative Code provisions, the Key Terms, and the General Terms and Conditions set forth herein.

APPENDIX A

OLD MINT DUE DILIGENCE LIBRARY

The following is a list of documents and reports currently in the City's possession.

Report #1:

Title:	Quit Claim Deed and Programmatic Agreement
Prepared For:	The General Services Administration and the City and County of San Francisco
Prepared By:	GSA, City, State Historic Preservation Office, Advisory Council on Historic Preservation, and consulting parties.
Date:	February 15, 2002

Report #2:

Title:	The Old Mint Historic Structures Report
Prepared For:	City and County of San Francisco
Prepared By:	Architectural Resources Group, San Francisco
Date:	May 2002

Report #3:

Title:	The Old Mint Feasibility Study
Prepared For:	The General Services Administration
Prepared By:	Joint Venture of Sontheimer; Sexton, Fitzgerald, & Kaplan; O'Kelly & Schoenlank
Date:	September 29, 1971

Report #4:

Title:	Final Report Seismic Capacity Evaluation for the Old Mint Building
Prepared For:	The General Services Administration
Prepared By:	Forell/ Elsesser Engineers Inc.
Date:	May 1990

Report #5:

Title:	Final Report on Seismic Upgrade Comparison Study for the Old Mint
Prepared For:	The General Services Administration
Prepared By:	Forell/ Elsesser Engineers Inc.
Date:	April 1993

Report #6:

Title:	Prospectus Development Study
Prepared For:	The General Services Administration
Prepared By:	Forell/ Elsesser Engineers Inc.
Date:	October 25, 1993

Report #7:

Title:	Final Building Engineering Report
Prepared For:	The General Services Administration
Prepared By:	Crosby Helmich Architects
Date:	July 19, 1995

Report #8:

Title:	Feasibility Study for the Old Mint Building
Prepared For:	The General Services Administration
Prepared By:	Shalom Baranes Associates, PC and Economics Research Associates
Date:	September 30, 1996

Report #9:

Title:	Project Description: Mothballing of the Old Mint
Prepared For:	The General Services Administration
Prepared By:	Shalom Baranes Associates, PC
Date:	November 25, 1997

Report #10:

Title:	Phase I Environmental Assessment
Prepared For:	The General Services Administration
Prepared By:	Burns & McDonnell Waste Consultants, Inc.
Date:	July 1998

Report #11:

Title:	Final Phase II Environmental Site Assessment Report
Prepared For:	The General Services Administration & Tecumseh Professional Assoc.
Prepared By:	Tetra Tech EM Inc.
Date:	December 30, 1998

Report #12:

Title:	Secretary of the Interior's Standards for Rehabilitation and Guidelines for Rehabilitating Historic Buildings
Prepared By:	U.S. Department of the Interior National Park Service Preservation Assistance Division, Washington, D.C.

To obtain copies of the reports and the executive summaries, please contact:

Hala Hijazi
Project Manager
Mayor's Office of Economic Development
(415) 554-6481 (Office)
(415) 554-6018 (Fax)
hala.hijazi@sfgov.org
1 Dr. Carlton B. Goodlett Place, Room 436
San Francisco, CA 94102

SITE ENVIRONS

NEARBY MAJOR RETAIL:
(PARTIAL LIST)

- NORDSTROM
- MACY'S
- SAN FRANCISCO SHOPPING CENTER
- NIEMAN MARCUS
- SAKS FIFTH AVENUE
- DFS GALLERIA
- NIKETOWN
- BORDERS BOOKS
- GAP
- OLD NAVY
- LEVI'S

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CITY AND COUNTY OF SAN FRANCISCO

WILLIE L. BROWN, JR., MAYOR

THE SAN FRANCISCO OLD MINT TASK FORCE

Walter G. Jebe, Sr., Chair

Carolyn Diamond, Vice Chair

Alessandro Baccari

Michael Buhler

Richard S.E. Johns

Leslie M. Lava

Stephen D. Mikesell

Gina M. Nibbi

Suheil Shatara

MAYOR'S OFFICE OF ECONOMIC DEVELOPMENT

Leamon J. Abrams, Director

Hala Hijazi, Project Manager

FOR MORE INFORMATION OR INQUIRIES, PLEASE CONTACT:

Hala Hijazi, Project Manager

Mayor's Office of Economic Development

1 Dr. Carlton B. Goodlett Place, Room 436

San Francisco, CA 94102

Telephone: 415.554.6481

www.sfgov.org/sfmint

Design: Wessling Creative, www.wessling.com

Photography: Carmen Magana/S.F. Muni

Mayor's Portrait: Rick Chapman, www.rickchapman.com